



The David J. Joseph Company



January 10, 2005

RECORDATION NO. 24322-A FILED

JAN 13 '05

3-00 PM

SURFACE TRANSPORTATION BOARD

Mr. Vernon Williams  
Recordations Unit  
Surface Transportation Board  
1925 K Street, N.W.  
Washington, DC 20423-0006

Dear Mr. Williams:

Please find enclosed, two (2) originals of the Amendment No. 1 to Railroad Equipment Lease dated as of December 29, 2004 between the following parties:

Lessee: The David J. Joseph Company  
300 Pike Street  
Cincinnati, OH 45202

Lessor: Joseph Leasing Ltd.  
300 Pike Street  
Cincinnati, OH 45202

Please see Exhibit A attached hereto for the equipment, Ninety-eight (98) railcars, involved in this transaction.

This filing is to appear in the index as follows: Amendment No. 1 to Railroad Equipment Lease dated December 29, 2004 related to ninety-eight (98) railcars bearing reporting marks DJJX 9902-9951, sporadic; DJJX 65000-65054, inclusive; DJLX 9952; JTIX 100217-100251, sporadic; JTLX 100106-100118, sporadic.

Please file this agreement as a secondary document under the Recordation Number 24322-A as it relates to documents previously filed with the Surface Transportation Board under Recordation Number 24322. The amount of \$32.00 for the filing fees for this document is included on the enclosed check no. 1487 in the amount of \$64.00. Please return a stamped original to my attention.

Should you have any questions or need further information, please do not hesitate to contact me at (513) 419-6062.

Sincerely,

The David J. Joseph Company

Julie M. Woodard  
Documentation Coordinator

Enclosures

Rail Equipment Group

300 Pike Street  
Cincinnati, OH 45202-4214  
Phone (513) 419-6200  
Fax (513) 419-6221

**MEMORANDUM OF  
AMENDMENT NO. 1 TO  
RAILROAD EQUIPMENT LEASE**

This **MEMORANDUM OF AMENDMENT NO. 1 TO THE RAILROAD EQUIPMENT LEASE** ("Memorandum of Amendment No. 1") entered into this 29<sup>th</sup> day of December, 2004, is intended to evidence the amendment dated as of December 29, 2004 (the "Amendment No. 1"), between **JOSEPH LEASING LTD.**, an Ohio limited liability company ("Lessor"), and **THE DAVID J. JOSEPH COMPANY**, a Delaware corporation ("Lessee"), for the purpose of satisfying the requirements of recordation with the Surface Transportation Board under Section 49 of U.S.C. 11301. Lessee has the right to use the ninety-eight (98) railcars described in Exhibit A attached hereto (the "Units"). Lessee is renting from Lessor all the Units at the rentals and upon the terms and conditions provided in the Lease.

**FURTHER**, the Memorandum of Railroad Equipment Lease (the "Memorandum of Lease") between Lessor and Lessee, was duly filed with the Surface Transportation Board ("STB") with Recordation No. 24322. This Memorandum of Lease Amendment No. 1 should receive Recordation No. 24322-A.

**IN WITNESS WHEREOF**, Lessor and Lessee, each pursuant to due corporate authority, has executed this Memorandum of Amendment No. 1 on the date indicated below its signature.

**JOSEPH LEASING LTD.**

By: \_\_\_\_\_

Name: James H. Goetz

Title: Vice President

**THE DAVID J. JOSEPH COMPANY**

By: \_\_\_\_\_

Name: Robert L. Angotti

Title: Executive Vice President

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SURFACE TRANSPORTATION BOARD

STATE OF OHIO

COUNTY OF HAMILTON


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SS:

The foregoing instrument was acknowledged before me this 29<sup>th</sup> day of December, 2004, by James H. Goetz, a Committee Member of Joseph Leasing Ltd., an Ohio limited liability company, on behalf of the company.

My Commission expires:

February 20, 2006

  
Notary Public



BARBARA A. BRZEZICKI  
Notary Public, State of Ohio  
My Commission Expires  
February 20, 2006

STATE OF OHIO

COUNTY OF HAMILTON

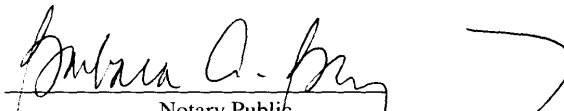
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SS:

The foregoing instrument was acknowledged before me this 29<sup>th</sup> day of December, 2004, by Robert L. Angotti, the Executive Vice President of The David J. Joseph Company, a Delaware corporation, on behalf of the corporation.

My Commission expires:

February 20, 2006

  
Notary Public



BARBARA A. BRZEZICKI  
Notary Public, State of Ohio  
My Commission Expires  
February 20, 2006

## **EXHIBIT A**

To the Memorandum of Amendment No. 1 dated December 29, 2004, between Joseph Leasing Ltd. and The David J. Joseph Company.

### **DESCRIPTION OF UNITS**

Ninety-eight (98) railcars bearing reporting marks:

DJJX009902  
DJJX009908  
DJJX009909  
DJJX009910  
DJJX009912  
DJJX009913  
DJJX009916  
DJJX009919  
DJJX009920  
DJJX009938  
DJJX009943  
DJJX009944  
DJJX009946  
DJJX009951  
DJJX065000-65054, inclusive  
DJLX009952  
JTIX100217  
JTIX100218  
JTIX100220  
JTIX100221  
JTIX100222  
JTIX100223  
JTIX100224  
JTIX100226  
JTIX100228  
JTIX100229  
JTIX100230  
JTIX100232  
JTIX100236  
JTIX100242  
JTIX100243  
JTIX100244  
JTIX100245  
JTIX100246  
JTIX100248  
JTIX100249  
JTIX100250  
JTIX100251  
JTLX100106  
JTLX100109  
JTLX100112  
JTLX100115  
JTLX100117  
JTLX100118